

For the Six Month Period Ending **November 10, 2001**

I - REGISTRANT

1. (a) Name of Registrant **Hill and Knowlton, Inc.** (b) Registrant No. **3301**

(c) Business Address(es) of Registrant
**600 New Hampshire Avenue, NW
Suite 601
Washington, DC 20037**

2. Has there been a change in information previously furnished in connection with the following:

(a) If an individual: **N/A**

(1) Residence address	Yes <input type="checkbox"/>	No <input type="checkbox"/>
(2) Citizenship	Yes <input type="checkbox"/>	No <input type="checkbox"/>
(3) Occupation	Yes <input type="checkbox"/>	No <input type="checkbox"/>

(b) If an organization:

(1) Name	Yes <input type="checkbox"/>	No <input checked="" type="checkbox"/>
(2) Ownership or control	Yes <input type="checkbox"/>	No <input checked="" type="checkbox"/>
(3) Branch offices	Yes <input type="checkbox"/>	No <input checked="" type="checkbox"/>

(c) Explain fully all changes, if any, indicated in items (a) and (b) above.

N/A

IF THE REGISTRANT IS AN INDIVIDUAL, OMIT RESPONSE TO ITEMS 3, 4, AND 5(a).

3. If you have previously filed Exhibit C¹, state whether any changes therein have occurred during this 6 month reporting period. Yes ☐ No ☒

If yes, have you filed an amendment to the Exhibit C? Yes ☐ No ☐ **N/A**

If yes, please attach the required amendment.

¹ The Exhibit C, for which no printed form is provided, consists of a true copy of the charter, articles of incorporation, association, and by laws of a registrant that is an organization (a waiver of the requirement to file an Exhibit C may be obtained for good cause upon written application to the Assistant Attorney General, Criminal Division, Internal Security Section, U.S. Department of Justice, Washington, DC 20530.)

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CRIMINAL DIVISION
INTERNAL SECURITY SECTION

4. (a) Have any persons ceased acting as partners, officers, directors, or similar officials of the registrant during this 6-month reporting period? Yes ☒ No ☐

If yes, furnish the following information:

Name	Position	Date Connection Ended
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See attachment I 4 - A

- (b) Have any persons become partners, officers, directors or similar officials during this 6-month reporting period? Yes ☒ No ☐

If yes, furnish the following information:

Name	Residence Address	Citizenship	Position	Date Assumed
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See attachment I 4- B

5. (a) Has any person named in Item 4(b) rendered services directly in furtherance of the interests of any foreign principal? Yes ☐ No ☒

If yes, identify each such person and describe his service.

N/A

- (b) Have any employee or individuals who have filed a short form registration statement, terminated their employment or connection with the registrant during this 6-month reporting period? Yes No X

If yes, furnish the following information:

Name	Position or Connection	Date Terminated
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- (c) During this 6-month reporting period, has the registrant hired as employees or any other capacity, any persons who render or will render services to the registrant directly in furtherance of the interests of any foreign principal(s) in other than a clerical or secretarial capacity in a related or similar capacity? Yes ☐ No ☒

If yes, furnish the following information:

Name	Residence Address	Citizenship	Position	Date Assumed
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N/A

6. Have short form registration statements been filed by all of the persons named in 5(a) and 5(c) of the supplemental statement? Yes ☐ No ☐ N/A

If no, list names of persons who have not filed the required statement.

II – FOREIGN PRINCIPAL

7. Has your connection with any foreign principal ended during this 6-month reporting period? Yes- **X** No

If yes, furnish the following information:

Name of foreign principal

Date of termination

Government of Ukraine (through the Agency for Humanitarian Technologies)	November 2001
Welsh Development Agency	September 2001
Deutsche Post	October 2001

8. Have you acquired any new foreign principal² during this 6-month reporting period? Yes No - **X**

If yes, furnish the following information:

Name of foreign principal

Date acquired

9. In addition to those named in Items 7 and 8, if any, list foreign principals whom you continued to represent during the 6-month reporting period.

See Attachment II (9)

10. EXHIBITS A AND B

- (a) Have you filed for each of the newly acquired foreign principals in Item 8 the following:

Exhibit A ³	Yes <input checked="" type="checkbox"/>	No <input type="checkbox"/>
Exhibit B ⁴	Yes <input checked="" type="checkbox"/>	No <input type="checkbox"/>

If no, please attach the required exhibit.

- (b) Have there been any changes in the Exhibits A and B previously filed for any foreign principal whom you represented during this 6-month period? Yes ☐ No ☒

If yes, have you filed an amendment to these exhibits? Yes ☐ No ☐

If no, please attach the required amendment.

N/A

² The term "foreign principal" includes, in addition to those defined in section 1(b) of the Act, an individual organization any of whose activities are directly or indirectly supervised, directed, controlled, financed, or subsidized in whole or in major part by a foreign government, foreign political party, foreign organization or foreign individual. (See Rule 100(a)(9).) A registrant who represents more than one foreign principal is required to list in the statements he files under the Act only those principals for whom he is not entitled to claim exemption under Section 3 or the Act. (See Rule 208.)

³ The Exhibit A, which is filed on form CRM-157 (Formerly OBD-67) sets forth the information required to be disclosed concerning each foreign principal.

⁴ The Exhibit B, which is filed on form CRM-155 (Formerly OBD-65) sets forth the information concerning the agreement or understanding between the registrant and the foreign principal.

III – ACTIVITIES

11. During this 6-month reporting period, have you engaged in any activities for or rendered any services to any foreign principal named in Items 7, 8 and 9 of this statement? Yes ☒ No ☐

If yes, identify each such foreign principal and describe in full detail your activities and services:

See attachment III (11)

12. During this 6-month reporting period, have you on behalf of any foreign principal engaged in political activity⁵ as defined below? Yes - ☒ No

If yes, identify each such foreign principal and describe in full detail all such political activity, indicating, among other things, the relations, interests, and policies sought to be influenced and the means employed to achieve this purpose. If the registrant arranged, sponsored, or delivered speeches, lectures, or radio and TV broadcasts, give details as to dates, places of delivery, names of speakers, and subject matter.

See Attachment III (11)

13. In addition to the above described activities, if any, have you engaged in activity on your own behalf which benefits any or all of your foreign principals? Yes ☐ No ☒

If yes, describe fully.

N/A

IV – FINANCIAL INFORMATION

⁵ The term "political activity" means any activity that the person engaging in believes will, or that the person intends to, in any way, influence any agency or official of the Government of the United States or any section of the public within the United States with reference to formulating, adopting, or changing the domestic or foreign policies of the United States or with reference to political or public interests, policies, or relations of a government a foreign country or a foreign political party.

14. FINANCIAL INFORMATION

(a) RECEIPTS – MONIES

During this 6-month reporting period, have you received from any foreign principal named in Items 7, 8 and 9 of this statement, or from any other source, for or in the interests of any such foreign principal, any contributions, income, or money either as compensation or otherwise? Yes ☒ No ☐

If no, explain why.

If yes, set forth below in the required detail and separately for each foreign principal an account of such monies⁶.

<i>Date</i>	<i>From whom</i>	<i>Purpose</i>	<i>Amount</i>
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See attachment IV (14a)

(b) RECEIPTS – FUND RAISING CAMPAIGN

During this 6-month reporting period, have you received, as part of a fund raising campaign⁷, any money on behalf of any foreign principal named in Items 7, 8 and 9 of this statement? Yes ☐ No ☒

If yes, have you filed an Exhibit D to your registration? N/A Yes ☐ No ☐

If yes, indicate the date Exhibit D was filed. Date _____

(c) RECEIPTS – THINGS OF VALUE

During this 6-month reporting period, have you received any thing of value⁸ other than money from any foreign principal named in Items 7, 8 and 9 of this statement, or from any other source, for or in the interests of any such foreign principal? Yes ☐ No ☒

If yes, furnish the following information:

<i>Name of foreign principal</i>	<i>Date received</i>	<i>Description of things of value</i>	<i>Purpose</i>
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15.

⁶ A registrant is required to file an Exhibit D if he collects or receives contributions, loans, money, or other things of value for a foreign principal, as part of a fund raising campaign. (See Rule 201(e).)

⁷ An Exhibit D, for which no printed form is provided, sets forth an account of money collected or received as a result of a fund raising campaign and transmitted for a foreign principal.

⁸ Things of value include but are not limited to gifts, interest-free loans, expense-free travel, favored stock purchases, exclusive rights, favored treatment over competitors, "kickbacks", and the like.

(a) DISBURSEMENTS – MONIES

During the 6-month reporting period, have you disbursed or expended monies in connection with activity on behalf of any foreign principal named in Items 7, 8 and 9 of this statement? Yes ☒ No ☐

During the 6-month reporting period, have you transmitted monies in connection with activity on behalf of any foreign principal named in Items 7, 8 and 9 of this statement? Yes ☐ No ☒

If no, explain in full detail why there were no disbursements made on behalf of any foreign principal.

N/A

If yes, set forth below in the required detail and separately for each foreign principal an account of such monies, including monies transmitted, if any, to each foreign principal.

<i>Date</i>	<i>To whom</i>	<i>Purpose</i>	<i>Amount</i>
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See attachment IV (15a)

(b) DISBURSEMENTS – THINGS OF VALUE

During the 6-month reporting period, have you disposed of anything of value⁹ other than money in furtherance of or in connection with activities on behalf of any foreign principal named in Items 7, 8 and 9 of this statement?

Yes ☐ No ☒

If yes, furnish the following information:

<i>Date disposed</i>	<i>Name of person to whom given</i>	<i>On behalf of what foreign principal</i>	<i>Description of of thing of value</i>	<i>Purpose</i>
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N/A

(c) DISBURSEMENTS – POLITICAL CONTRIBUTIONS

During the 6-month reporting period, have you from your own funds and on your own behalf either directly or through any other person, made any contributions of money or other things of value¹⁰ in connection with an election to any political office, or in connection with any primary election, convention, or caucus held to select candidates for political office?

Yes ☐ No ☒

If yes, furnish the following information:

<i>Date</i>	<i>Amount of thing of value</i>	<i>Name of political organization</i>	<i>Name of candidate</i>
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N/A

^{9,10} Things of value include but are not limited to gifts, interest-free loans, expense-free travel, favored stock purchases, exclusive rights, favored treatment over competitors, "kickbacks" and the like.

V – INFORMATIONAL MATERIALS

16. During this 6-month reporting period, did you prepare, disseminate or cause to be disseminated any information materials?¹¹ Yes - **X** No

IF YES, RESPOND TO THE REMAINING ITEMS IN THIS SECTION V.

17. Identify each such foreign principal. - **Govt. of Botswana (through the Debswana Diamond Co.),**
18. During this 6-month reporting period, has any foreign principal established a budget or allocated a specified sum of money to finance your activities in preparing or disseminating informational materials? Yes No - **X**

If yes, identify each such foreign principal, specify amount, and for what period of time.

19. During this 6-month reporting period, did your activities in preparing, disseminating, or causing the dissemination of informational materials include the use of any of the following:

- | | | | |
|---|---|--|---|
| <input type="checkbox"/> Radio or TV broadcasts | <input type="checkbox"/> Magazine or newspaper articles | <input type="checkbox"/> Motion picture films | <input type="checkbox"/> Letters or telegrams |
| <input type="checkbox"/> Advertising campaigns | Press releases | <input type="checkbox"/> Pamphlets or other publications | <input type="checkbox"/> Lectures or speeches |
| <input type="checkbox"/> Other (specify) _____ | | | |

20. During this 6-month reporting period, did you disseminate or cause to be disseminated informational materials among any of the following groups:

- | | | |
|---|---|--|
| <input type="checkbox"/> Public Officials
Legislators
Government agencies | <input checked="" type="checkbox"/> Newspapers
<input type="checkbox"/> Editors
<input type="checkbox"/> Civic groups or associations | <input type="checkbox"/> Libraries
<input type="checkbox"/> Educational institutions
<input type="checkbox"/> Nationality groups |
| <input type="checkbox"/> Other (specify) _____ | | |

21. What language was used in the informational materials:

- X** English ☐ Other (specify) _____

22. Did you file with the Registration Unit, U.S. Department of Justice a copy of each of such informational materials disseminated or caused to be disseminated during this 6-month reporting period? Yes ☐ No ☐
Copies are filed as a part of this supplemental statement.

23. Did you label each item of such informational materials with the statement required by Section 4(b) of the Act? Yes ☐ No ☐

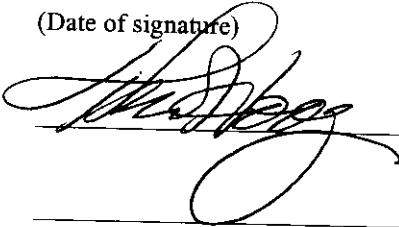
N/A

¹¹ The term informational materials includes any oral, visual, graphic, written, or pictorial information or matter of any kind, including that published by means of advertising, books, periodicals, newspapers, lectures, broadcasts, motion pictures, or any means or instrumentally of interstate or foreign commerce or otherwise. Informational materials disseminated by an agent of a foreign principal as part of an activity in itself exempt from registration, or an activity which by itself would not require registration, need not be filed pursuant to Section 4(b) of the Act.

VI - EXECUTION

In accordance with 28 U.S.C. § 1746, the undersigned swear(s) or affirm(s) under penalty of perjury that he/she has (they have) read the information set forth in this registration statement and the attached exhibits and that he/she is (they are) familiar with the contents thereof and that such contents are in their entity true and accurate to the best of his/her (their) knowledge and belief, except that the undersigned make(s) no representation as to truth or accuracy of the information contained in the attached Short Form Registration Statement(s), of any, insofar as such information is not within his/her (their) personal knowledge.

(Date of signature)

 2/14/02

(Type or print name under each signature¹²)

TOM HOOG CHAIRMAN, CISA

¹² This statement shall be signed by the individual agent, if the registrant is an individual, or by a majority of those partners, officers, directors or persons performing similar functions, if the registrant is an organization, except that the organization can, by power of attorney, authorize one or more individuals to execute this statement on its behalf.

Attachment I (4) A

HILLAND KNOWLTON, INC.

MAY 10, 2001 - NOV 10, 2001

Question 4a

LAST NAME	FIRST NAME	POSITION	DATE CONNECTION ENDED
Costin	Sara	MD	6/13/01
Meyer	Donald	MD	6/22/01
Rosen	Charles	MD	6/30/01
Garcia	Edward	MD	7/3/01
Moebius	Wanda	MD	7/13/01
Lee	Sue	MD	8/3/01
Johnson	Derwin	MD	8/3/01
Medina	Wilson	MD	8/17/01
Gutt	Jack	MD	9/10/01
Watkins Gulli	Esther	MD	9/26/01
Chiermingo	Gregory	MD	9/26/01
Fisher	James	MD	9/26/01
Baker	Mary Roberts	MD	10/10/01
Bell	Anthony	MD	10/12/01
Lau	Maren	MD	10/12/01
Johnson	Darin	MD	11/9/01

MD = MANAGING DIRECTOR

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Attachment I (4) B

HILL AND KNOWLTON, INC.
May 11, 2001 - Nov. 10, 2001
Question 4b

LAST NAME	FIRST NAME	ADD 1	ADD 2	CITY	STATE	ZIP	CITIZENSHIP	TITLE	DATE HIRED	Quasi-Term
McAllister	Lisa		423 1/2 Narcissus	Corona Del Mar CA	CA	92625	U.S.	MD	6/11/01	6/11/01
Chiemingo	Gregory		1109 Hamilton Ln	Burlingame	CA	94010	U.S.	MD	6/18/01	6/18/01
Barl	Santina	Apt 12B	66 Madison Ave.	New York	NY	10016	U.S.	SMD	7/18/01	7/18/01
Manetta	Edward		14 Wildwood Rd.	Larchmont	NY	10538	U.S.	SMD	7/30/01	7/30/01
Goldberg	Kalman	Apt N-219	1655 Oakwood Dr	Penn Valley	PA	19072	U.S.	SMD	8/27/01	8/27/01
Baker	Mary Roberts	Apt 712B	4000 Cathedral NW	Washington	DC	20016	U.S.	MD	9/1/01	9/1/01
Mettler	Rebecca		637 N. Ripley St.	Alexandria	VA	22304	U.S.	MD	9/10/01	9/10/01
Langston	David		224 Ocean Dr. W	Stamford	CT	06902	U.S.	SMD	9/11/01	9/11/01
Smith	Adam	Apt 900	303 Second St	San Francisco	CA	94611	U.S.	MD	9/17/01	9/17/01
Rosenthal	Michael		6027 Colby St	Oakland	CA	94618	U.S.	MD	9/17/01	9/17/01
Keller	Jason		45 Marblehead Ln	Novato	CA	94949	U.S.	SMD	9/17/01	9/17/01
Adams	Vickee		247 Barnard Rd.	Larchmont	NY	10538	U.S.	SMD	10/15/01	10/15/01
Leopold	Jeffrey	Apt 8J	1385 York Ave.	New York	NY	10021	U.S.	MD	11/6/01	11/6/01
Yosco	Renee	Apt 12J	166 E. 34th St	New York	NY	10016	U.S.	SMD	11/15/01	11/15/01
Perry	Diane	Apt 54E	330 E. 38th St	New York	NY	10016	U.S.	SMD	12/3/01	12/3/01
Adams	Ashley	Apt 1	1226 Prince St	Alexandria	VA	22314	U.S.	MD	10/16/00	10/1/01
Tallea	Enaida		22112 Ellinwood Dr	Torrance	CA	90503	U.S.	MD	10/24/94	10/1/01
Viorst	Maria		1728 Park Rd NW	Washington	DC	20010	U.S.	MD	1/10/00	10/1/01
Murthman	Heather		2412 I St. NW	Washington	DC	20037	U.S.	MD	4/6/00	10/1/01

SMD = Senior Managing Director
MD = Managing Director

Attachment II (9)

9. In addition to those named in Items 7 and 8, if any, list foreign principals whom you continued to represent during this 6-month reporting period.

- Royal Netherlands Embassy
- Nice Convention and Visitors Bureau
- Hitachi, Ltd.
- Association of Dutch Insurers
- Portfolio of Finance and Economic Development, Cayman Islands, B.W.I.
- Egypt Air
- Government of Botswana (through the Debswana Diamond Company)
- Hong Kong Economic and Trade Office

Attachment III (11)

11. During this 6-month reporting period, have you engaged in any activities for or rendered any services to any foreign principal named in Items 7, 8 and 9 of this statement? YES (X) NO ()

Royal Netherlands Embassy

Registrant monitored news and wire stories regarding matters of interest to foreign principal.

Hitachi, Ltd.

Registrant monitored legislative and regulatory developments relevant to foreign principal's business activities.

Association of Dutch Insurers

Registrant provided advice and counsel regarding retroactive policy claims.

Portfolio of Finance and Economic Development, Cayman Islands B.W.I.

Registrant monitored U.S. media for coverage of finance issues of interest to foreign principal; and assisted in development of media response strategy relating to financial services regulation issues.

EgyptAir

Registrant monitored news developments regarding matters of interest to foreign principal and provided media relations assistance.

Government of Botswana (through the Debswana Diamond Company)

Registrant developed and implemented a public affairs program regarding international trade, economic development, and world health matters. The public affairs program includes educating the media and the government regarding international trade, economic development, and world health matters in the Republic of Botswana.

Allianz Aktiengesellschaft

Registrant provided advice and counsel regarding retroactive policy claims.

Deutsche Post

Registrant provided counsel and assistance regarding media relation, communications development, and strategic counseling.

Hong Kong Economic & Trade Office

Registrant provided counsel and assistance regarding media relations and public affairs.

Government of Ukraine (through the Agency of Humanitarian Technologies)

Registrant provided public relations and public affairs services relating to matters of interest to the Ukraine Government.

IV 14 (A)

Receipts

Period 5-10-01 through 11-10-01

	Amount Received
Hitachi, Ltd.	\$ 132,781.15
Royal Netherlands Embassy	\$ 8,853.14
Cayman Islands	\$ 180,101.99
Hong Kong Economic	\$ 142,209.08
Allianz	\$ 64,210.96
Govt. of Botswana (Debswana Diamond Co	\$ 1,254,362.50
Govt. of Ukraine (Agency of Humanitarian	\$ 57,639.02
EgyptAir	\$98,345.52
Hong Kong Tourism	54,319.48

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	FROM:	5/10/01	11/10/01										
Disbursements													
	HITACHI	EGYPTAIR	Royal Nether	Cayman Island	Dutch Insurers	Hong Kong	Deutsche	The Agency for Humanitarian Technologies	Allianz	Govt. of Bots.			
Consultants													
Misc. Office Expenses (tele./fax/copy/postage/FRT/messenger)													
Advertising													
Printing	341.55												
Professional Services	1,103.64	350.75	305.00	305.00	305.00			358.83	356.09	408.20			
Press Clippings	320.08									56,836.24			
Photography	1,292.56												
Production Costs	7,504.16									3,130.09			
Publicity and Promotion													
News wire	1,300.71												
Supplies				921.97		922.50							
Subscriptions, Reference Books	3,152.68			191.44	12.44					1,581.35			
Monitoring										17.39			
Video Production	442.68	4924.66				66.62				159.36			
Graphics	21,163.67									8,594.54			
Manuscripts													
Publications										280.00			
Miscellaneous	31,050.00												
News Retrieval	16.97	5597.82		1,275.36	247.77	870.47	2,873.30	34.71	253.48	16,738.19			
Telephone/Fax	988.60	642.65		2,023.86	4,072.86	40.78	159.12		87.12	6,720.60			
Messenger		47.82			17.45	34.56			5.29	1,263.02			
Postage/Freight	1,290.59			131.33	73.45		25.08		8.37	2,016.05			
Copy/Collate	162.05	31.72	36.79	92.75	32.75	68.00	154.00		37.75	3,583.10			
Travel/Meals/Related Expenses	3,595.24	1717.07		14,881.91	386.00	305.84	173.51	832.66	7,173.61	92,820.93			
Fees										62,020.00			
news wire										595.13			
TOTAL	\$ 73,725.18	\$ 13,312.49	\$ 341.79	\$ 19,823.62	\$ 5,147.72	\$ 2,308.77	\$ 3,385.01	\$ 1,226.20	\$ 7,921.71	\$ 278,930.31			